

LAW OFFICES
McGLINCHEY STAFFORD LANG
A PROFESSIONAL LIMITED LIABILITY COMPANY

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August 27, 1996

RECORDATION NO. 18275-L, M, N
FILED 1425
SEP 3 - 1996 - 1 15 PM
INTERSTATE COMMERCE COMMISSION

Secretary
Surface Transportation Board
Twelfth Street & Constitution Avenue N.W.
Washington, D.C. 20423
Attention: Recordation, Room 2311

RE: Documents for Recordation
Trinity Industries Leasing Company
Equipment Trust (Series 11, Third Supplement)

Dear Ladies and Gentlemen:

On behalf of Trinity Industries Leasing Company and in accordance with the provisions of Section 11303 of the Interstate Commerce Act, as revised, and Rules and Regulations of the Surface Transportation Board ("STB") thereunder, enclosed herewith for filing and recordation are the following documents:

1. Two (2) executed originals of Third Supplement to Equipment Trust Agreement, a primary document, dated as of August 27, 1996, between Trinity Industries Leasing Company (the "Company") and The Bank of New York, as Successor Trustee (the "Bank");
2. Two (2) executed originals of an Assignment, a primary document, dated August 27, 1996, between the Company ("Assignor") and the Bank, as Trustee ("Assignee"); and
3. Two (2) executed originals of a Bill of Sale, a secondary document, dated August 27, 1996, between the Company ("Seller") and the Bank, as Trustee ("Buyer").

The enclosed Third Supplement, Assignment and Bill of Sale referenced in paragraphs 1, 2 and 3, above, relate to the Equipment Trust Agreement dated as of June 24, 1993 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 18275 on June 25, 1993, along with an Assignment and Bill of Sale under Recordation Nos. 18275-A and 18275-B, and the First Supplement to Equipment Trust Agreement dated March 17, 1995 between the Company and the Bank, as Trustee which was filed with the ICC and recorded under Recordation No. 18275-C on March 21, 1995, along with an Assignment and Bill of Sale under Recordation Nos. 18275-D and 18275-E, and the Second Supplement to Equipment Trust Agreement dated December 21, 1995 between the Company and the Bank, as Trustee which was filed with the ICC and recorded under Recordation No. 18275-H on December 26, 1995, along with an Assignment and Bill of Sale under Recordation Nos. 18275-I and 18275-J.

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We request that the Assignment be cross-indexed.

The address of Trinity Industries Leasing Company is 2000 Gardner Expressway, Quincy, Illinois 62306-0867, and the address of the Bank, the Trustee is 101 Barclay, 21st Floor, New York, New York 10286.

The railroad equipment covered by the Third Supplement to Equipment Trust Agreement is described in Exhibit A attached hereto. The foregoing railroad equipment consists solely of cars intended for use relating to interstate commerce.

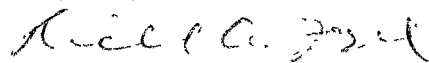
Enclosed is our check in the amount of \$63.00 to cover the recordation fee. (Such fee was determined on the basis that the Assignment is being filed concurrently with the Third Supplement to Equipment Trust Agreement).

You are hereby authorized to deliver any unneeded copies of the Third Supplement to Equipment Trust Agreement, the Assignment and the Bills of Sale, with the filing date noted thereon, following recordation thereof, to the representative of Washington Service Bureau who is delivering this letter and said enclosures to you.

A short summary of the documents appear in the index follows:

- (a) Primary Documents. (i) Third Supplement to Equipment Trust Agreement, a primary document, dated as of August 27, 1996, between the Company (as vendor and lessee), and the Bank, as Trustee, and covering Eighty-three (83) railroad cars, and (ii) Assignment, a primary document, dated August 27, 1996, between the Company (as Assignor), and the Bank, as Trustee, and covering Eighty-three (83) railroad cars.
- (b) Secondary Documents. Bill of Sale, a secondary document, dated August 27, 1996, between the Company (as Seller), and the Bank, as Trustee (as Buyer), and covering various railroad cars, and connected to the Third Supplement to Equipment Trust Agreement referred to in paragraph (a) above.

Very truly yours,



Richard A. Fogel

Enclosures

TRINITY INDUSTRIES LEASING COMPANY

(Series 11-3)

Equipment Trust, Series 11

RECORDATION NO. 18275-N
FILED 1996

Bill of Sale

SEP 13 1996 - 1 15 PM

INTERSTATE COMMERCE COMMISSION

THIS AGREEMENT, dated the 27th day of August, 1996, between Trinity Industries Leasing Company, a Delaware Corporation, (hereinafter called "Seller"), and The Bank of New York, a New York Banking Corporation, as Successor Trustee (hereinafter called "Buyer"), as contemplated by the Third Supplement to Equipment Trust Agreement dated as of August 27, 1996, supplementing and amending the Equipment Trust Agreement dated as of June 24, 1993 (the "Equipment Trust Agreement"), between Seller and Buyer.

WITNESSETH:

That in consideration of \$10.00 in hand paid and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Seller does hereby sell, grant and convey to the Buyer, its successors and assigns, the following described equipment:

The Eighty-three (83) railroad cars described in Exhibit A and more particularly identified in Exhibit B and incorporated by reference herein (the "Equipment").

Seller hereby warrants that Seller has good and marketable title to the Equipment, that Seller's title to the Equipment is free from all liens and encumbrances (including any leasehold interests therein) other than the Existing Leases described in the attached Exhibit A, the Assignment of even date herewith between the Seller and Buyer and the rights of Seller under the Equipment Trust Agreement, and Seller further agrees to forever warrant and defend the title to the Equipment unto Buyer, its successors and assigns, against all lawful claims.

TRINITY INDUSTRIES LEASING COMPANY

By: F. Dean Phelps
F. Dean Phelps
Vice President



Neil O. Shoop
Assistant Secretary

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STATE OF TEXAS §
 §
COUNTY OF DALLAS §

On this 27th day of August, 1996 before me, personally appeared F. Dean Phelps, to me personally known, who being by me duly sworn, says that he is the Vice President of Trinity Industries Leasing Company, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, the said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Signature of Notary Public

My Commission expires:

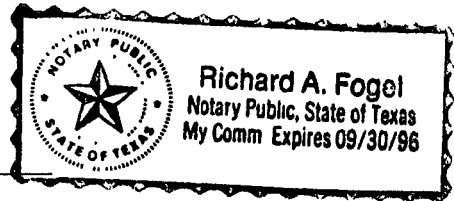


EXHIBIT A

- 1 Railroad Car Lease Agreement, dated December 7, 1995, between Trinity Industries Leasing Company and Cereal Food Processors, Inc covering the following described railroad cars (Rider 1)

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
12	5,125 cu ft Lo Covered Hopper Cars	TILX 5370-5381

- 2 Railroad Car Lease Agreement, dated December 7, 1995, between Trinity Industries Leasing Company and Cereal Food Processors, Inc. covering the following described railroad cars (Rider 2)

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
4	5,125 cu ft Lo Covered Hopper Cars	TILX 5435-5438

- 3 Railroad Car Lease Agreement, dated April 24, 1995, between Trinity Industries Leasing Company and Corn Products, a Unit of CPC International, Inc covering the following described railroad cars (Rider 2)

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
10	5,125 cu ft Lo Covered Hopper Cars	TILX 5408-5417

- 4 Railroad Car Lease Agreement, dated April 10, 1996, between Trinity Industries Leasing Company and Mark VII Logistics Services, Inc covering the following described railroad cars (Partial Rider 1)

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
4	5,125 cu ft Lo Covered Hopper Cars	TILX 5404-5407

- 5 Railroad Car Lease Agreement, dated October 6, 1992, between Trinity Industries Leasing Company and Monsanto Company covering the following described railroad cars (Rider 2)

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
10	20,413 Gal 111A100W1 Tank Cars	TILX 220040-220049

- 6 Railroad Car Lease Agreement, dated July 29, 1994, between Trinity Industries Leasing Company and Petro-Canada Hydrocarbons, Inc covering the following described railroad cars (Rider 3)

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
25	33,687 Gal. 112J340W Tank Cars	TILX 301056-301080

- 7 Railroad Car Lease Agreement, dated January 8, 1996, between Trinity Industries Leasing Company and SGL Carbon Corporation covering the following described railroad cars (Partial Rider 1)

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
3	5,161 cu ft Lo Covered Hopper Cars	TILX 516009-516011

- 8 Master Car Lease Agreement, dated August 1, 1995, between Trinity Industries Leasing Company and White Springs Agricultural Chemicals, Inc covering the following described railroad cars (Partial Rider 3)

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
4	14,298 Gal 111A100W1 Tank Cars	TILX 150083, 150084 TILX 150086, 150087

(Exhibit A Continued)

Series 11

- 9 Railroad Car Lease Agreement, dated June 24, 1992, between Trinity Industries Leasing Company and Windsor Chemicals Inc covering the following described railroad cars (Partial Rider 4)

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
11	23,589 Gal 111A100W1 Tank Cars	TILX 260849-260855 TILX 260857-260859 TILX 260861

EXHIBIT B
DESCRIPTION OF TRUST EQUIPMENT

<u>Quantity and Type</u>	<u>Class</u>	<u>Capacity</u>	<u>Initialed Car Numbers</u>	<u>Earliest Service</u>
12 Hopper Cars	Lo	5,125 cu ft	TILX 5370-5381	12/95
4 Hopper Cars	Lo	5,125 cu ft	TILX 5435-5438	06/96
10 Hopper Cars	Lo	5,125 cu ft	TILX 5408-5417	04/96
4 Hopper Cars	Lo	5,125 cu ft	TILX 5404-5407	02/96
10 Tank Cars	111A100W1	20,413 Gal	TILX 220040-220049	04/96
25 Tank Cars	112J340W	33,687 Gal	TILX 301056-301080	11/95
3 Hopper Cars	Lo	5,161 cu ft.	TILX 516009-516011	02/96
4 Tank Cars	111A100W1	14,298 Gal.	TILX 150083, 150084 TILX 150086, 150087	12/95
11 Tank Cars	111A100W1	23,589 Gal	TILX 260849-260855 TILX 260857-260859 TILX 260861	06/96